**TAR: Annual Corporate Governance Report 2023**

On January 29, 2024, Trung An Hi-Tech Farming Joint Stock Company announced Report No. 01/2024/BCQT/TAR on the Corporate Governance in 2023 as follows:

* Name of Company: Trung An Hi-Tech Farming Joint Stock Company
* Head office address: 649A, Highway 91, Qui Thanh 1 Area, Trung Kien Ward, Thot Not District, Can Tho City, Vietnam
* Phone number: 02923.857.336 Fax: 02923.857.199

Email: sale@trunganrice.com

* Charter capital: VND 783,197,770,000
* Securities code: TAR
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Implemented.
1. Activities of the General Meeting of Shareholders:

In 2023, Trung An Hi-Tech Farming Joint Stock Company held the Annual General Meeting of Shareholders on June 29, 2023 in accordance with the procedures prescribed in the Law on Enterprises. The Company’s Charter as well as other regulations for the listed company. The General Meeting of Shareholders approved the Annual General Mandate 2023 with the following specific contents:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQ-DHDCD/TAR | June 29, 2023 | Approve the Report on activities of the Board of Directors in 2022 and the Operational Plan for 2023. |
| Approve the Report on activities of the Supervisory Board in 2022 and the Operational Plan for 2023. |
| Approve the report of the Board of Management on production and business activities 2022; The operational plan 2023. |
| Approve the Proposal on the Audited Financial Statements 2022 (Separate and Consolidated) of the Company |
| Approve the Proposal on the plan on profit distribution of 2022. |
| Approve the Proposal on the production and business plan for 2023. |
| Approve the Proposal on remuneration for the Board of Directors and the Supervisory Board. |
| Approve the Proposal on the selection of an audit company to review the Semi-annual Financial Statements and audit the Financial Statement 2023. |
| Approve the Proposal on stopping the implementation of transferring the Company's securities listing to trading at the Ho Chi Minh City Stock Exchange.  |
| Approve the Proposal on canceling the plan on share issuance to existing shareholders to increase the Company's charter capital according to Annual General Mandate 2020 No. 01/2020/NQ-DHDCD/TAR dated June 29, 2020 |
| Proposal on canceling the plan to divest capital contribution at Trung An Hi-Tech Farming Joint Stock Company according to Annual General Mandate 2022 No. 07/2022/TAR/NQ-HDQT dated March 28, 2022 in the form of collecting shareholders' opinions via a ballot. |
| Proposal on continuing to register for adjustment of the Company's business lines |
| Proposal on continuing to invest, buy, sell, and merge potential businesses in the agricultural or health sector and raising capital for implementation |
| Proposal on continuing to implement the plan on share offering to increase the Company's charter capital |
| Proposal on not exercising the rights of the Company to buy shares from the issuance to increase charter capital at Trung An Kien Giang Hi-Tech Farming Joint Stock Company (Subsidiary) in 2023 |
| Proposal on the plan of share issuance to pay dividends in 2022 |
| Proposal on promulgating Internal Regulation on Corporate Governance |
| Proposal on promulgating Operational Regulation of the Board of Directors. |
| Proposal on promulgating Operational Regulation of the Supervisory Board |
| Proposal on dismissing the Board of Directors and the Supervisory Board for the term 2018-2023.Election of the Board of Directors for the term 2023-2028 including:* Mr. Pham Thai Binh
* Ms. Pham Le Khanh Han
* Ms. Nguyen Le Bao Trang
* Ms. Lu Le Tran
* Ms. Le Thi Tuyet

Election of the Supervisory Board for the term 2023-2028 including:* Mr. Nguyen Van Duc
* Ms. Cao Hue Huong
* Ms. Huynh Nguyen Thuy Vy
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1. The Board of Directors (Report of 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Thai Binh | Chair of the Board of Directors-cum-Deputy General Manager | June 29, 2023 | - |
| 2 | Ms. Le Thi Tuyet | Non-executive Member of the Board of Directors | June 29, 2023 | - |
| 3 | Ms. Nguyen Le Bao Trang | Member of the Board of Directors-cum-General Manager | June 29, 2023 | - |
| 4 | Ms. Pham Le Khanh Han | Member of the Board of Directors-cum-Deputy General Manager | June 29, 2023 | - |
| 5 | Ms. Lu Le Tran | Independent member of the Board of Directors | June 29, 2023 | - |
| 6 | Ms. Pham Le Khanh Huyen | Members of the Board of Directors | May 15, 2018 | June 29, 2023 |

1. Board Resolutions/Decisions (Report of 2023):

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| --- | --- | --- | --- |
| No. | Board Resolutions/Decision No. | Date | Content |
|  | 01/2023/TAR/NQ-HDQT | February 01, 2023 | Approve the signing of transaction, contract with the affiliated parties; |
|  | 02/2023/TAR/NQ-HDQT | March 30, 2023 | Time extension to hold the Annual General Meeting of Shareholders 2023 |
|  | 03/2023/TAR/NQ-HDQT | May 08, 2023 | Convene the Annual General Meeting of Shareholders 2023 |
|  | 04/2023/TAR/NQ-HDQT | May 31, 2023 | Capital borrowing from Joint Stock Commercial Bank for Investment and Development of Vietnam - Mekong Delta Branch |
|  | 05/2023/TAR/NQ-HDQT | June 01, 2023 | Appoint the person in charge of corporate governance-cum-the Secretariat of the Company |
|  | 06/2023/TAR/NQ-HDQT | June 08, 2023 | Approve the draft documents of the Annual General Meeting of Shareholders 2023 |
|  | 07/2023/TAR/NQ-HDQT | June 29, 2023 | Elect members and the Chair of the Board of Directors in the term of 2023-2028 |
|  | 08/2023/TAR/NQ-HDQT | July 10, 2023 | Selection of an audit company for the Financial Statements 2023 |
|  | 09/2023/TAR/NQ-HDQT | August 09, 2023 | Approval of the Company’s Information Disclosure Regulations |
|  | 10/2023/TAR/NQ-HDQT | August 17, 2023 | Approval of resignation and appointment of the Chair of the Board of Directors, General Manager, Deputy General Manager of the Company |
|  | 11/2023/TAR/NQ-HDQT | August 18, 2023 | Change the legal representative without changing the Company's Charter |
|  | 12/2023/TAR/NQ-HDQT | September 06, 2023 | Capital borrowing from Malayan Banking Berhad - Ho Chi Minh City branch  |
|  | 13/2023/TAR/NQ-HDQT | September 12, 2023 | Implement the plan on share issuance to pay dividends in 2022  |
|  | 14/2023/TAR/NQ-HDQT | October 16, 2023 | Approve the signing of transaction, contract with the affiliated parties |
|  | 15/2023/TAR/NQ-HDQT | November 14, 2023 | Change the line of credit at credit institutions (Corrected information in Notice No. 78/2023/CBTT/TAR dated December 5, 2023) |
|  | 16/2023/TAR/NQ-HDQT | December 05, 2023 | Approve the change of an audit company for reviewing Financial Statements of the first 06 months of 2023 and auditing Financial Statements 2023. |

1. The Supervisory Board (Report of 2023):

1. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Qualification |
| 1 | Mr. Dinh Xuan Hung | Chief of the Supervisory Board untilJune 29, 2023 | June 27, 2022 | Information Technology |
| 2 | Mr. Pham Tam Tien | Member of the Supervisory Board untilJune 29, 2023 | May 15, 2018 | Intermediate Degree in Accounting |
| 3 | Ms. Vo Ngoc Mai | Member of the Supervisory Board untilJune 29, 2023 | May 15, 2018 | Intermediate Degree in Accounting |
| 4 | Ms. Huynh Nguyen Thuy Vy | Chief of the Supervisory Board | June 29, 2023 | Bachelor of Accounting |
| 5 | Mr. Nguyen Van Duc | Member of the Supervisory Board | June 29, 2023 | Chemical Engineer |
| 6 | Ms. Cao Que Huong | Member of the Supervisory Board | June 29, 2023 | Bachelor of Business Administration |

1. The Executive Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Qualification | Date of appointment as Member of the Executive Board |
|  | Ms. Nguyen Le Bao Trang | General Manager | February 26, 1978 | 12/12 | August 17, 2023 |
|  | Mr. Pham Thai Binh | Deputy General Manager | October 05, 1956 | Intermediate Degree in Economic Management | August 17, 2023 |
|  | Ms. Pham Le Khanh Han | Deputy General Manager | November 18, 1981 | International Economics | May 12, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Pham Le Khanh Huyen | January 20, 1978 | Bachelor of International Economics | Appointed on May 04, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Report of 2023) and transactions between affiliated persons of the Company and the Company itself
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR: Appendix 02 attached
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
5. Transactions between the Company and other entities:
	1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors, the Executive General Manager in the past three (03) years (at the time of December 31, 2023): Appendix 03 attached
	2. Transactions between the Company and companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the Executive General Manager: None.
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
7. Transaction of PDMR and affiliated persons to the Company’s shares: None
8. Other significant issues: None.

Appendix 02

Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/organization | Relations with the Company | NSH No., Date of issue, Place of issue of NSH | Head office/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
|  | Trung An Kien Giang Hi-Tech Farming Joint Stock Company | Subsidiary | 1702050412 issued for the first time on June 7, 2016, changed for the third time by the Department of Planning and Investment of Kien Giang Province | Group 9, Duong Thec Hamlet, Binh Giang Commune, Hon Dat District, Kien Giang  | In 2023 | Board Resolution No. 01/2023/TAR/NQ-HDQT dated February 01, 2023 | Grinding service: VND 2,260,766,760  |  |
| Color separation, polishing service: VND 5,000,000 |
| Export of rice: VND 96,715,162,800 |
| - | Receive dividend: VND 101,710,000,000 |
|  | An Tho Trading Production Company Limited | Ms. Nguyen Le Bao Trang (Member of the Board of Directors-cum-General Manager of Trung An Hi-Tech Farming Joint Stock Company) is the legal representative of An Tho as of June 7, 2023 | 1801721284 issued on March 28, 2022 by the Department of Planning and Investment of Can Tho City  | Nguyen Trong Quyen Street, Phung Thanh 2 Area, Trung Kien Ward, Thot Not District, Can Tho City  | In 2023 | Contract No. 2612/TA-AT/2022Contract No. 2612/TA-AT/2022; Appendix 01 | Export of rice: VND 27,000,000,000Returned goods: VND 27,000,000,000 | (\*) |
| Contract No. 0806/2023/TA-AT/HDNT; 1206/TA-AT/2023; 1006/TA-AT/2023; 1806/TA-AT/2023; 2007/TA-AT/2023 | Export of rice: VND 63,426,424,000 |
| Contract No. 0101/2023/AT-TA/HDNT | Procurement: VND 16,744,732 |
| Contract No. 0101/2023/AT-TA/HDNT; Appendix 01 | Procurement: VND 540,220,928  |

(\*) The State Securities Commission promulgated Decision No. 844/QD-XPHC dated September 29, 2023 on administrative sanctions for the reason that the transactions between the Company and An Tho Trading Production Company Limited were carried out without the approval of the Company’s Board of Directors. Accordingly, based on the sanction decision, the violator has fully paid the fine and committed to complying with the correct procedures, regulations, and laws for transactions of affiliated persons.

Notes: NSH Code\*: ID Card/Passport No. (for individuals) or Business Registration Certificate, License on Operations or equivalent legal documents (for institutions)/NSH

Appendix 03:

Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (calculated as of December 31, 2023):

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/organization | Relations with the Company | NSH\* No., date of issue, place of issue | Head office/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
|  | An Tho Trading Production Company Limited | Ms. Nguyen Le Bao Trang (Member of the Board of Directors-cum-General Manager of Trung An Hi-Tech Farming Joint Stock Company) is the legal representative of An Tho as of June 7, 2023 | 1801721284 issued on March 28, 2022 by Department of Planning and Investment of Can Tho City  | Nguyen Trong Quyen Street, Phung Thanh 2 Area, Trung Kien Ward, Thot Not District, Can Tho City  | 2023 | Contract No. 2612/TA-AT/2022: | Export of rice: VND 27,000,000,000 | (\*) |
| Contract No. 2612/TA-AT/2022; Appendix 01 | Returned goods: VND 27,000,000,000 |
| Contract No. 0806/2023/TA-AT/HDNT; 1206/TA-AT/2023; 1006/TA-AT/2023; 1806/TA-AT/2023; 2007/TA-AT/2023 | Export of rice: VND 63,426,424,000 |
| Contract No. 0101/2023/AT-TA/HDNT | Procurement: VND 16,744,732 |
| Contract No. 0101/2023/AT-TA/HDNT; Appendix 01 | Procurement: VND 540,220,928 |

(\*) The State Securities Commission promulgated Decision No. 844/QD-XPHC dated September 29, 2023 on administrative sanctions for the reason that the transactions between the Company and An Tho Trading Production Company Limited were carried out without the approval of the Company’s Board of Directors. Accordingly, based on the sanction decision, the violator has fully paid the fine and committed to complying with the correct procedures, regulations, and laws for transactions of affiliated persons.